**BYLAWS of**

**The American Association of University Women**

**New Mexico Online Branch**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1.** Name. The name of the organization shall be The American Association of University Women New Mexico Online Branch, hereinafter known as the “Branch.**”**

**Section 2.** Affiliate. The American Association of University Women New Mexico Online Branch is an Affiliate of AAUW as defined in Article V.

**Section 3.** Legal Compliance. The Branch shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Branch shall in no way conflict with the AAUW Bylaws and/or policies.

**ARTICLE II. PURPOSE**

**Section 1.** Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Branch is to further AAUW purposes and policies.

**Section 2.** Policies and Programs. In keeping with this purpose, the Branch shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

**ARTICLE III. USE OF NAME**

**Section 1.** Policies and Programs. The policies and programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or programs.

**Section 2.** Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

**Section 3.** Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member’s own name.

**ARTICLE IV. MEMBERSHIP AND NATIONAL DUES**

**Section 1.** Composition. The members of AAUW at present consist of members (“Individual Members”) and college/university members (“College/University Members”).

**Section 2.** Basis of Membership.

1. Individual Members.
	* 1. Eligibility. An individual holding an associate’s (or equivalent, e.g., RN), bachelor’s, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S Department of Education (an “Accredited Higher Education Institution”) or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.
		2. Appeals of Refusals of Admission to Membership. Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.
		3. Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.
		4. Life Membership
			1. Paid. An Individual Member may become a life member (a “Life Member”) upon a one-time payment of twenty years’ annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.
			2. Fifty-Year Honorary. An Individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.
	1. College/University Members. Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the AAUW Board of Directors.

**Section 3.** Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

**Section 4.** Dues.

The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.

* 1. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

**Section 5.** Severance of Membership. Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

**ARTICLE V. AAUW AFFILIATES**

**Section 1.** AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

**Section 2.** Organization.

1. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.
2. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.
3. Structure. Affiliates may create such leadership structures as meet their needs. Each Branch shall provide AAUW with designated contacts for administration and finance.

**Section 3.** Loss of Recognition of an Affiliate.

1. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
2. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

**Section 4.** Property and Assets. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW’s purposes. In the event of the dissolution of an Affiliate or the termination of an Affiliate’s affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

**ARTICLE VI. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the Branch in all instances in which they are applicable and in which they are not inconsistent with the AAUW Bylaws or with the requirements of AAUW or applicable laws.

**ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS**

AAUW-mandated amendments shall be implemented by the Branch’s board of directors without a vote of the Branch’s membership and as prescribed by the AAUW Board of Directors.

**ARTICLE VIII. BRANCH MEMBERSHIP AND DUES**

**Section 1.** Basis of Membership.

1. A Branch member is a member of AAUW who is also a member of one or more AAUW branches. A Branch member is also a member of the AAUW-New Mexico (AAUW-NM) affiliate. A Branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of the branch where membership is maintained.
2. The Branch shall be a member of AAUW-NM.
3. Student associates shall be entitled to attend Branch, AAUW-NM, and AAUW meetings and receive the publications distributed to all members of AAUW and AAUW-NM. Student associates may not vote or hold office.

**Section 2.** Branch Dues.

1. The fiscal year shall correspond with that of AAUW and shall be July 1 through June 30.
2. Branch dues shall be established by the Branch Board of Directors. A change to the amount of dues will become effective on July 1 of the fiscal year for which it is approved.
3. Member dues shall be payable as follows:
	1. Continuing Members pay Branch, AAUW-NM and AAUW National dues.
	2. Paid Life Members continue to pay Branch and AAUW-NM dues.
	3. Honorary Life Members are exempt from paying Branch and AAUW-NM dues.
	4. New members may join at any time. Dues are payable upon joining and shall be forwarded to AAUW immediately. The AAUW, AAUW-NM, and Branch portions of dues paid by new members joining between January 1 and March 15 shall be one-half (1/2) the annual dues. This also applies to members who rejoin AAUW after an absence of two years or more.
	5. Dues are payable on or before July 1 for the upcoming fiscal year.
	6. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another Branch.
4. Student associate dues for the Branch will be established by the Branch Board.
5. The appointed representative(s) of a college/university partner member may choose to affiliate with the Branch by paying State and Branch dues.
6. Dues shall include AAUW and AAUW-NM publications distributed to all members electronically or by US mail.

**ARTICLE IX. OFFICERS, NOMINATIONS, AND ELECTIONS**

**Section 1**. Officers.

1. All offices, both elected and appointed, may be filled by one or two persons. If two people share an office, they shall be known as co-officers.
2. An officer may not hold more than one position at a time.
3. All officers shall be members of AAUW and the Branch.
4. The elected officers of the Branch shall be the President, Secretary, Finance Officer, and any other officers deemed necessary by the Board.
5. The Branch may have appointed officers, which may include Governance Chair, Communications/Technology Chair, Nominations Chair, and any other officers deemed necessary by the Board. All officers shall be appointed by the President(s) with the majority consent of the Board.

**Section 2**. The names of the Branch officers shall be kept current in the AAUW Member Services Database. At all times there must be a name in the fields “President/Administrator” and “Finance” in the Database. This will meet the requirements of Article V. Section 2.c above to provide the contact names for finance and administration to AAUW.

**Section 3**. Officers shall perform the duties prescribed by these bylaws, the Branch policies and procedures, and by the current edition of *Robert’s Rules of Order, Newly Revised* as it relates to the duties of officers in connection with the orderly transaction of business at meetings.

1. The president(s) shall:
	1. Be the official spokesperson and representative for the Branch;
	2. Be the presiding officer at meetings;
	3. Be responsible for the submittal of such reports and forms as required by AAUW, AAUW-NM, and the State of New Mexico;
	4. Be responsible for ensuring that the Branch bylaws conform with AAUW and AAUW-NM bylaws; and
	5. Automatically become a member of the AAUW-NM Leadership Team.
2. The secretary shall record, keep, and make available upon request the minutes of each Branch membership meeting, Board meeting, and special meeting.
3. The Finance Officer shall be responsible for collecting, distributing and accounting for the funds of the Branch.
4. All officers shall submit annual reports to the President.

**Section 4**. Nominations and Elections of Officers.

1. There shall be a nominating committee of 3 members, one of whom must be a Board member, appointed by the president with Board approval in the fall of even- numbered years.
2. The term of service on the nominating committee shall be for 2 years for a maximum of 3 consecutive terms.
3. The names of the nominees for elected office shall be sent to every member at least thirty (30) days prior to the annual Branch meeting.
4. Additional nominations may be accepted with the consent of the nominee.

**Section 5.**  Terms of Office. The two year term of each elected officer and the one year term of each appointed officer shall begin on July 1. However, the incoming or continuing President(s) may call meetings of the incoming Branch Board prior to July 1 to approve appointments and make plans for the coming year. No member shall serve in the same office for more than 3 terms unless a candidate for the office cannot be found, in which case she may continue to serve until her successor takes office. When an officer is replaced due to term limits, she must stay off the Board for at least 1 year, at which time she can run for election or accept appointment. This limit (or rule) does not apply to Branch Presidents.

**Section 6.**Removal of Officers. A member of the Board of Directors may be removed for any reason by a two-thirds vote of the Board.

**Section 7.** Vacancies. A person may be appointed to fill a vacancy in office for the unexpired term by a majority vote of the Board.

**ARTICLE X. BRANCH MEMBERSHIP MEETINGS**

**Section 1.** Meetings.

1. Membership Meetings: Membership meetings shall be presented in a virtual program format such as listserv, chat room, blog or conference call.
2. Annual Meeting:
	1. The annual meeting shall be to conduct the business of the Branch, including but not limited to: reviewing the budget; reviewing the financial report; electing officers; establishing or changing dues; and receiving reports.
	2. This meeting shall be held at a time and place approved by the Board, and shall coordinate with the Annual Meeting/State Convention of AAUW-NM or another scheduled AAUW-NM meeting.
3. Special meetings may be called by the President, or shall be called by the President at the written request of 5 members of the Board, or 50% of the members of the Branch.

**Section 2**. Notice of Meetings. All members of the Branch will be notified of the place, date, method and time of meetings (other than the annual meeting) at least 10 days prior to the meeting.

**Section 3.** Voting and Quorum.

1. All Branch members who have joined the Branch prior to the meeting notification are eligible to vote at Branch meetings. Each member is entitled to one vote.
2. Voting may be in person or via electronic means.
3. Elections shall be by secret ballot unless otherwise determined by the Board, and may be conducted by US Mail if the Board so decides.
4. If any business is to be conducted at a meeting, then a quorum must be attained. The quorum shall be 10% of the Branch membership.
5. A majority of the votes taken is required for the approval of the action or choice being voted upon, except to amend the bylaws. Voting to amend the bylaws shall be as specified in Article XV, Section 1a below.

**ARTICLE XI. BOARD OF DIRECTORS**

**Section 1**. Membership. The Board shall include all elected and appointed officers.

**Section 2.** Powers and Duties. The Board shall:

1. Have the general power to administer the affairs of the Branch in accordance with the policies and programs of AAUW;
2. Develop the budget for the upcoming fiscal year and establish any need for a change in dues for the following fiscal year. The Board shall present these items to the Branch membership for approval at the annual meeting;
3. Have the power to create special committees, working groups, and task forces as deemed necessary to carry out the work of the Branch;
4. Have the power to approve Interest Groups to be organized by Branch members;
5. Have the power to approve co-sponsorship of functions with other organizations;
6. Safeguard Branch funds and control financial records consistent with generally accepted accounting principles and Federal, New Mexico and local laws; and
7. Oversee a financial review at the end of each Finance Officer’s term.

**ARTICLE XII. BOARD OF DIRECTORS OPERATIONS**

**Section 1**. Meetings of the Board.

1. Regular meetings of the Board shall be held at least 1 time per year. Meetings may be “virtual” or by teleconference.
2. Special meetings may be called by the president and shall be called by the president upon the request of 3 Board members at least 10 days prior to the date of the meeting.

**Section 2.** Notice of Meetings. All members of the Board will be notified of the place, date and time of meetings at least10 days in advance by email and/or phone call.

**Section 3.** Quorum and Voting.

1. The quorum of the Board shall be a majority of the Board.
2. A majority of votes will prevail as long as a quorum is present.
3. All Board members present at the meeting, in person or by electronic or telephonic means (or by written proxy), shall have one vote. All officers shall have voting privileges. Co-officers shall have one vote each.

**Section 4.** Between meetings of the Board, a written or electronic vote of the Board may be taken at the request of the president on any question submitted to the Board in writing or electronically, provided every member of the Board shall have an opportunity to vote upon the question submitted. Voting will close by a specified time. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if cast at a Board meeting. The results of the vote shall be reported in the minutes of the next Board meeting.

**ARTICLE XIII. COMMITTEES**

The president may establish standing and special committees as needed with consent by the Board. With the approval of the Board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

**ARTICLE XIV. AAUW-NM STATE CONVENTION/ANNUAL MEETINGS**

Delegates and alternates to state conventions, as described in the AAUW-NM bylaws, shall be chosen as follows: the Board will ask members if they are planning to attend the business meetings at the state convention. Those who answer yes will be the official Branch delegates as long as there are fewer than the Branch’s allotted number. AAUW-NM bylaws provide that each branch is allotted 7 delegates plus 1 for each 25 members (or major fraction thereof), in addition to any Branch members who are state officers. If more than this number from the Branch plan to attend, the Board will select its official delegates from this “pool” of members.

**ARTICLE XV. BYLAWS**

**Section 1.** Amendments to Bylaws.

1. Provisions of these bylaws not mandated by AAUW may be amended by a two-thirds majority vote of members voting after a quorum is attained at a membership meeting. Written notice of the proposal to amend the bylaws shall be sent to the entire membership at least 30 days prior to the meeting at which such action is to be taken.
2. The bylaws of the Branch and all subsequent amendments thereto shall be forwarded to the national AAUW office.

These substantially revised bylaws, which include 2016 AAUW mandatory language, were approved by Branch members at a Branch meeting on April 22, 2017.

These bylaws are executed by the following officers:

\_\_/s/ Mary Sandford\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date:\_\_April 23, 2017\_\_\_

Printed Name\_\_\_Mary Sandford\_\_\_\_\_\_\_\_\_\_\_\_\_

Title\_\_\_President\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_/s/ Helena Whyte\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date:\_\_April 23, 2017\_\_\_

Printed Name\_\_Helena Whyte\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Title\_\_\_\_Communications Chair\_\_\_\_\_\_\_\_\_\_\_\_\_

NOTE: Articles I-VII of these bylaws are mandated by AAUW. Articles VIII-XV relate specifically to the Branch. The font differs for these sets of Articles for clarity.